

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|-------------------------------------|---|-------------------------|
| In re: |) | Chapter 11 |
| |) | |
| |) | Case No. 05-44481 (RDD) |
| DELPHI CORPORATION, <u>et al.</u> , |) | (Jointly Administered) |
| |) | |
| |) | |
| Debtors. |) | |
| |) | Hon. Robert D. Drain |

**NOTICE OF APPEARANCE, REQUEST FOR SERVICE
OF PAPERS, AND RESERVATION OF RIGHTS**

PLEASE TAKE NOTICE that Law Debenture Trust Company of New York (“Law Debenture”) appears in the above-captioned cases as successor Indenture Trustee for the (i) 8.25% Junior Subordinated Note Due 2033 and (ii) the Adjustable Rate Junior Subordinated Note Due 2033 pursuant to Rules 2002, 3017(a), 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Sections 102(1), 342 and 1109(b) of Title 11 of the United States Code (the “Bankruptcy Code”), and hereby requests that all notices given or required in these cases, and all documents, and all other papers served in these cases, be given to and served upon the following:

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PLEASE TAKE FURTHER NOTICE that pursuant to Section 1109(b) of the Bankruptcy Code, the foregoing request includes not only the notices and papers referred to in the provisions of the Bankruptcy Code and Rules specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery, telephone, electronically, or otherwise, which affects the debtors in the above-captioned cases (the “Debtors”) or the property of the Debtors and their Chapter 11 estates.

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PLEASE TAKE FURTHER NOTICE that neither this notice nor any later appearance, pleading, claim, or suit shall waive any right (1) to have final orders in non-core matters entered only after *de novo* review by a United States District Court, (2) to trial by jury in any proceeding so triable in these cases or any case, controversy, or proceeding related to these cases, (3) to have a United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) to any other rights, claims, actions, defenses, setoffs, or recoupments to which Law Debenture is, or may be, entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: New York, New York
October 26, 2005

BROWN RUDNICK BERLACK ISRAELS LLP

By: /s/Robert Stark
Robert Stark, Esq.

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Counsel for Law Debenture Trust Company of New
York, as successor Indenture Trustee for the
8.25% Junior Subordinated Note Due 2033 and the
Adjustable Rate Junior Subordinated Note Due
2033